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**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**FEDERAL TRADE COMMISSION,**

Plaintiff,

v.

**MICROSOFT CORP.**

and

**ACTIVISION BLIZZARD, INC.,**

Defendants.

Case No. 3:23-cv-2880

**DECLARATION OF JENNIFER FLEURY  
IN SUPPORT OF PLAINTIFF FEDERAL  
TRADE COMMISSION'S EMERGENCY  
MOTION FOR TEMPORARY  
RESTRAINING ORDER PURSUANT TO  
FEDERAL TRADE COMMISSION ACT §  
13(B)**

**REDACTED VERSION OF DOCUMENT  
SOUGHT TO BE SEALED**

**DECLARATION OF JENNIFER FLEURY**

I, Jennifer Fleury, declare as follows:

1. I am one of the attorneys representing Plaintiff Federal Trade Commission (the “FTC” or “Commission”) in the above-captioned action against Defendants Microsoft Corporation (“Microsoft”) and Activision Blizzard, Inc. (“Activision”).

2. I submit this declaration in support of Plaintiff FTC’s Emergency Motion for a Temporary Restraining Order Pursuant to Federal Trade Commission Act § 13(b) in the above-captioned action. I have personal knowledge of the facts stated herein and could and would competently testify thereto if called as a witness.

3. Attached as Exhibit A is a true and correct copy of an excerpt of the transcript of the investigational hearing of [REDACTED] dated October 11, 2022.

4. Attached as Exhibit B is a true and correct copy of an excerpt of the transcript of the deposition of [REDACTED] dated March 8, 2022.

5. Attached as Exhibit C is a true and correct copy of the Expert Report of Dr. Robin S. Lee, Ph. D., dated May 26, 2023, which was served in *In re Microsoft Corp. & Activision Blizzard, Inc.*, Docket No. 9412 (FTC).

6. Attached as Exhibit D is a true and correct copy of an MLex article dated June 1, 2023, titled “Microsoft is exploring options to close Activision deal despite UK block.”

7. Attached as Exhibit E is a true and correct copy of a Summary of Application for Microsoft’s appeal of the UK CMA’s April 26, 2023 findings.

8. Attached as Exhibit F are true and correct copies of the January 4, 2023 Scheduling Order and the May 12, 2023 Order Granting Joint Motion for the First Revised Scheduling Order entered in *In re Microsoft Corp. & Activision Blizzard, Inc.*, Docket No. 9412 (FTC).

9. Attached as Exhibit G are true and correct copies of the May 5, 2023 UK CMA Interim Order on the anticipated acquisition by Microsoft Corporation of Activision Blizzard, Inc.; May 18, 2023 Notice of the proposed Final Order on the anticipated acquisition by

1 Microsoft Corporation of Activision Blizzard, Inc.; May 18, 2023 Draft Microsoft and Activision  
2 Merger Inquiry Order; and the April 26, 2023 UK CMA Final Report on the Anticipated  
3 Acquisition by Microsoft, May 5, 2023.

4 10. Attached as Exhibit H is a true and correct copy of a Bloomberg article dated June  
5 2, 2023, titled “Microsoft’s Smith Set for Talks With UK Chancellor Over Activision Deal Ban.”

6 11. Attached as Exhibit I is a true and correct copy of Complaint Counsel’s Final  
7 Proposed Exhibit List, dated May 19, 2023, *In re Microsoft Corp. & Activision Blizzard, Inc.*,  
8 Docket No. 9412 (FTC).

9 12. Attached as Exhibit J is a true and correct copy of an excerpt of the transcript of  
10 the deposition of [REDACTED]  
11 [REDACTED] dated April 7, 2023.

12 13. Attached as Exhibit K is a true and correct copy of a document produced by  
13 Microsoft during the Commission’s investigation of Microsoft’s proposed acquisition of  
14 Activision, the first page of which bears Bates stamp MSFT-2R-08100157.

15 14. Attached as Exhibit L is a true and correct copy of an excerpt of the May 5, 2021,  
16 trial testimony of Microsoft executive Lori Wright in *Epic Games, Inc., v. Apple, Inc.*, No. C-20-  
17 5640 YGR (N.D. Cal.).

18 15. Attached as Exhibit M is a true and correct copy of [REDACTED]  
19 [REDACTED] dated  
20 December 2, 2022.

21 16. Attached as Exhibit N is a true and correct copy of an excerpt of the transcript of  
22 [REDACTED] dated April 14, 2023.

23 17. Attached as Exhibit O is a true and correct copy of an excerpt of the transcript of  
24 the deposition of [REDACTED] dated April  
25 6, 2023.

1           18. Attached as Exhibit P is a true and correct copy of an excerpt of the transcript of  
2 the investigational hearing of [REDACTED]  
3 [REDACTED] dated September 23, 2022.

4           19. Attached as Exhibit Q is a true and correct copy of excerpts of the transcripts of  
5 [REDACTED]  
6 [REDACTED]  
7 [REDACTED]

8           20. Attached as Exhibit R is a true and correct copy of an excerpt of the transcript of  
9 the investigational hearing of [REDACTED] dated September 22, 2023.

10           21. Attached as Exhibit S is a true and correct copy of an excerpt of the transcript of  
11 the deposition of [REDACTED]  
12 dated March 23, 2023.

13           22. Attached as Exhibit T is a true and correct copy of [REDACTED]  
14 [REDACTED]

15           23. Attached as Exhibit U is a true and correct copy of a document produced by  
16 Microsoft during the Commission's investigation of Microsoft's proposed acquisition of  
17 Activision, the first page of which bears Bates stamp MSFT-2R-01209234.

18           24. Attached as Exhibit V is a true and correct copy of a document produced by  
19 Microsoft during the Commission's investigation of Microsoft's proposed acquisition of  
20 Activision, the first page of which bears Bates stamp MSFT-2R-05713141.

21           25. Attached as Exhibit W is a true and correct copy of an excerpt of the transcript of  
22 proceedings held on January 19, 2023 in *Demartini v. Microsoft Corp.*, No. C22-08991 JSC  
23 (N.D. Cal.).

24           26. Attached as Exhibit X is a true and correct copy of an excerpt of the transcript of  
25 the initial conference held on January 3, 2023, in *In re Microsoft Corp. & Activision Blizzard,*  
26 *Inc.*, Docket No. 9412 (FTC).

27. Attached as Exhibit Y is a true and correct copy of a document produced by Microsoft during the Commission's investigation of Microsoft's proposed acquisition of Activision, the first page of which bears Bates stamp MSFT-2R-00529722.

28. Attached as Exhibit Z is a true and correct copy of email correspondence between the FTC and Defendants from May 24, 2023 to June 9, 2023.

29. Attached as Exhibit AA is a true and correct copy of a document produced by Microsoft during the Commission's investigation of Microsoft's proposed acquisition of Activision, the first page of which bears Bates stamp MSFT-2R-05727022.

30. Attached as Exhibit AB is a true and correct copy of a document produced by Microsoft during the Commission's investigation of Microsoft's proposed acquisition of Activision, the first page of which bears Bates stamp MSFT-2R-06118913.

31. Attached as Exhibit AC is a true and correct copy of a document produced by Microsoft during the Commission's investigation of Microsoft's proposed acquisition of Activision, the first page of which bears Bates stamp MSFT-2R-02083357

32. Attached as Exhibit AD is a true and correct copy of an excerpt of the transcript of the deposition of [REDACTED] dated March 28, 2023.

I declare under penalty of perjury that the foregoing is true and correct. Executed on June 12, 2023.

/s/ Jennifer Fleury  
Jennifer Fleury

**FILER'S ATTESTATION**

I, James H. Weingarten, am the ECF User whose ID and password are being used to file this Declaration of Jennifer Fleury. In compliance with Civil Local Rule 5-1(h), I hereby attest that concurrence in the filing of this document has been obtained from the signatory.

By: /s/James H. Weingarten  
James H. Weingarten